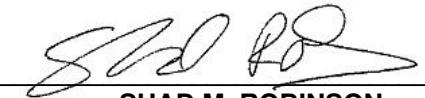




**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: June 21, 2024.**

  
**SHAD M. ROBINSON**  
**UNITED STATES BANKRUPTCY JUDGE**

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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

In re:	§	Chapter 11, Subchapter V
	§	
P3 PURE LLC,	§	Case No. 24-10532
	§	
Debtor.	§	

**THIRD INTERIM ORDER AUTHORIZING DEBTOR TO USE  
CASH COLLATERAL**

The Court, having reviewed the pleading finds that a need exists to order the relief herein on an interim basis and that it is in the best interest of the Debtor, the Debtor's estate, and Debtor's creditors to authorize the interim use of cash collateral. Use of cash collateral is the only means available to the Debtor to finance its operation and that irreparable harm will result if Debtor is not permitted to use the cash collateral in the amounts set forth in the budget on an interim basis as authorized in this Order. It is accordingly,

ORDERED that the Debtor be authorized to use the cash collateral, including but not limited to, revenue collected in the ordinary course of business, through July 15, 2024, in

accordance with the provisions in the budget (*See* Exhibit “A”). Debtor is authorized a 5% deviation from the Budget without further order of this Court, and it is

FURTHER ORDERED that as adequate protection for the use of cash collateral, Montgomery Capital Partners III, LP (“MCA”) is hereby granted replacement liens (the “Replacement Liens”) on all post-petition cash collateral and post-petition acquired property to the same extent and priority they possessed as of the Petition Date, it is

FURTHER ORDERED the holders of allowed secured claims with a perfected security interest in Cash Collateral, if any, as that term is defined in the Code, shall be entitled to a replacement lien in post-petition accounts receivable, contract rights, and deposit accounts to the same extent allowed and in the same priority as those interests held as of the Petition Date, it is

FURTHER ORDERED that notwithstanding any limitations included in this Order, this Order is without prejudice to: (a) any subsequent request by a creditor of the Debtor for modified adequate protection or restriction on cash collateral; (b) a creditor’s right to object to impermissible use of cash collateral; and (c) any other right or remedy which may be available to a creditor of the Debtor. It is

FURTHER ORDERED that the Replacement Liens will not attach to Chapter 5 actions of the Debtor or the proceeds of the recovery upon such actions; it is

FURTHER ORDERED that nothing in this Order shall in any way constitute: (a) a finding of complete adequate protection of the interests of any creditor of Debtor or the lack thereof; (b) an agreement, consent, or acquiescence to the terms of any plan of reorganization by virtue of any term or provision of this order; (c) a preclusion or waiver to assert any other rights, remedies, or defenses available to any creditor of the Debtor to respond to any motion, application, proposal, or other action, all such rights, remedies, defenses, and opportunities to respond being specifically

reserved by the Debtor's creditors; or (d) a preclusion, waiver, or modification of any rights or remedies that the Debtor's creditors have under applicable law. Nothing herein contained shall prejudice the right of the Debtor's creditors to seek modification, extension, or termination of this Order. it is

FURTHER ORDERED that the Debtor provide its counsel with a list of active and functional administrator account usernames and passwords for Debtor's Amazon, Shopify, AOA, and PayPal accounts, which Debtor's counsel will turnover to MCA's counsel upon a termination of the automatic stay; it is

FURTHER ORDERED that, the Debtor stipulates that MCA has a secured claim (the "MCA Claim") in an amount not less than \$980,489.68; it is

FURTHER ORDERED that, Debtor stipulates to the perfection and enforceability of the MCA Claim against the collateral described in the Debtor's security agreement with MCA, the Debtor's cash collateral, and all of the Debtor's assets to which the Replacement Liens attach; it is

FURTHER ORDERED that any interested party may challenge the amount, validity, and priority of MCA's Claim by August 5, 2024.

FURTHER ORDERED that MCA's liens, claims and security interests in the cash collateral, shall, in each instance, be payable only after the payment of the following:

- (a) All reasonable fees and expenses up to \$20,000 incurred by a trustee appointed under chapter 7 of the Bankruptcy Code or any subchapter V trustee appointed under chapter 11 of the Bankruptcy Code;
- (b) Statutory fees payable to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) plus interest at the statutory rate;

(c) fees payable to the Clerk of this Court; and

(d) professional fees not to exceed \$6,500 per week; it is

FURTHER ORDERED that the collateral securing the MCA Claim shall not be subject to surcharging, any equities of the case doctrines, the equitable doctrine of 'marshaling' or any other similar doctrine with respect to any of the cash collateral; it is

FURTHER ORDERED that, as a condition to MCA's consent to the use of cash collateral, the Debtor agrees to use best efforts to initiate a sale process, financing documents, or a plan by 30 days of the entry of a final cash collateral order; it is

FURTHER ORDERED that notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is

FURTHER ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation, enforcement and/or interpretation of this Order; it is

FURTHER ORDERED that a final hearing will be held on July 10, 2024 at 1:30 p.m., for Debtor's order authorizing use of cash collateral in person.

### END OF ORDER ###

Order submitted by:

AKERMAN LLP

/s/ R. Adam Swick

R. Adam Swick, SBN: 24051794

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*PROPOSED ATTORNEYS P3 PURE LLC*

P3 Pure LLC dba Pretty Frank  
Weekly Cash Forecast

	Budget to Actual			6	7	8	9	10	11	12	13	14	15	16	17
	1+5 Forecast	1+5 Actual	1+5 Forecast to Actual												
week ended:	5/14-6/15	5/14-6/15	5/14-6/15	22-Jun	29-Jun	6-Jul	13-Jul	20-Jul	27-Jul	3-Aug	10-Aug	17-Aug	24-Aug	31-Aug	7-Sep
<b>Beginning Cash Balance</b>	<b>\$30,520</b>	<b>\$31,966</b>	\$31,966	\$43,301	\$32,626	\$25,748	\$11,271	\$27,537	\$20,682	\$38,803	\$29,327	\$45,593	\$48,988	\$72,109	\$61,198
<b>CASH RECEIPTS</b>															
<b><u>Ecommerce</u></b>															
Shopify	\$40,000	\$40,185	\$185	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000
PayPal		\$0	\$0												
Walmart		\$0	\$0												
Amazon		\$0	\$0				\$20,000		\$20,000		\$20,000		\$20,000		\$20,000
<b><u>Distributor / Retail / Wholesale</u></b>															
Lotus Light	\$25,899	\$26,524	\$625	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500
Wholesale General	\$1,250	\$0	-\$1,250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250
<b>TOTAL CASH RECEIPTS</b>	<b>\$67,149</b>	<b>\$66,709</b>	<b>-\$440</b>	<b>\$16,750</b>	<b>\$16,750</b>	<b>\$16,750</b>	<b>\$36,750</b>	<b>\$16,750</b>	<b>\$36,750</b>	<b>\$16,750</b>	<b>\$36,750</b>	<b>\$16,750</b>	<b>\$36,750</b>	<b>\$16,750</b>	<b>\$36,750</b>
<b>CASH DISBURSEMENTS</b>															
<b><u>Owner Compensation &amp; Insurance</u></b>															
Amy Perez	\$7,565	\$7,565	\$0			\$7,565				\$7,565					\$7,565
United Health Care	\$3,800	\$2,200	-\$1,600				\$1,900				\$1,900				
Sun Life Financial	\$400	\$200	-\$200				\$200				\$200				
<b><u>Consulting Services</u></b>	<b>\$13,461</b>	<b>\$4,070</b>	<b>-\$9,391</b>	<b>\$5,070</b>	<b>\$2,570</b>	<b>\$2,500</b>	<b>\$2,570</b>	<b>\$2,500</b>	<b>\$2,570</b>	<b>\$2,500</b>	<b>\$2,570</b>	<b>\$2,500</b>	<b>\$2,570</b>	<b>\$2,500</b>	<b>\$2,570</b>
Nicolas Gutierrez	\$2,500	\$0	-\$2,500	\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250	
Danica Matulis- Marketing Stack LLC	\$3,000	\$1,000	-\$2,000	\$1,000	\$1,000		\$1,000		\$1,000		\$1,000		\$1,000		\$1,000
Gina Simmons	\$4,711	\$1,570	-\$3,141	\$1,570	\$1,570		\$1,570		\$1,570		\$1,570		\$1,570		\$1,570
William Sizemore	\$2,500	\$750	-\$1,750	\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250	
Kate Newton	\$750	\$750	\$0												
<b><u>eCommerce &amp; Mkt</u></b>	<b>\$10,311</b>	<b>\$0</b>	<b>-\$10,311</b>	<b>\$0</b>	<b>\$5,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$5,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$5,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$5,000</b>	<b>\$0</b>
Google															
EPA Marketing LLC	\$10,311	\$0	-\$10,311		\$5,000			\$5,000			\$5,000			\$5,000	
<b><u>Supplier</u></b>	<b>\$36,410</b>	<b>\$29,578</b>	<b>-\$6,832</b>	<b>\$14,715</b>	<b>\$14,530</b>	<b>\$14,715</b>	<b>\$14,530</b>	<b>\$14,715</b>	<b>\$14,530</b>	<b>\$9,715</b>	<b>\$9,530</b>	<b>\$9,715</b>	<b>\$9,530</b>	<b>\$14,715</b>	<b>\$9,530</b>
AOA Products, LLC	\$20,000	\$25,030	\$5,030	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$10,000	\$5,000	\$5,000	\$5,000	\$5,000	\$10,000	\$5,000
Balpack, Inc.	\$0	\$0	\$0												
Bayville Chemical	\$0	\$0	\$0												
Belmark, Inc.	\$1,500	\$0	-\$1,500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
Brenntag Southwest, Inc.	\$0	\$0	\$0												
Carillon Green	\$0	\$0	\$0												
Ciranda Inc.	\$0	\$0	\$0												
Container & Packaging Supply	\$100	\$0	-\$100	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25
Custom Paper Tubes	\$0	\$0	\$0												
Distribupack	\$9,480	\$4,548	-\$4,932	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580
Eden Botanicals	\$330	\$0	-\$330	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110
Garrison Minerals, LLC	\$800	\$0	-\$800	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400
Integrity Ingredients Corporation	\$0	\$0	\$0												
Intrapac Canada Corporation	\$0	\$0	\$0												
Jedwards International	\$1,300	\$0	-\$1,300	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650
Starwest Botanicals	\$370	\$0	-\$370	\$185		\$185		\$185		\$185		\$185		\$185	
The Lebermuth Company	\$0	\$0	\$0												
Toprint Printing (Shenzhen) Co.Ltd.	\$0	\$0	\$0												
Univar Solutions	\$530	\$0	-\$530	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265
Misc Supplier - fulfill raw materials	\$2,000	\$0	-\$2,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
<b><u>Recurring Subscriptions</u></b>	<b>\$6,348</b>	<b>\$1,723</b>	<b>-\$4,625</b>	<b>\$0</b>	<b>\$388</b>	<b>\$4,306</b>	<b>\$144</b>	<b>\$0</b>	<b>\$388</b>	<b>\$4,306</b>	<b>\$144</b>	<b>\$0</b>	<b>\$388</b>	<b>\$4,306</b>	<b>\$144</b>
Helium	\$89	\$89	\$0		\$89				\$89				\$89		
Intuit (Quickbooks)	\$298	\$298	\$0			\$298				\$298				\$298	
Gorgias	\$96	\$0	-\$96			\$96				\$96				\$96	
TaxJar	\$782	\$52	-\$730			\$782				\$782				\$782	
Authorize.net	\$25	\$0	-\$25			\$25				\$25				\$25	
Bill.com	\$144	\$121	-\$23				\$144				\$144				\$144
Shopify	\$2,759	\$0	-\$2,759			\$2,759				\$2,759				\$2,759	
Box Inc	\$141	\$0	-\$141			\$141				\$141				\$141	
Microsoft	\$184	\$0	-\$184			\$184				\$184				\$184	
Apprivr	\$344	\$0	-\$344												
Klaviyo	\$1,165	\$1,162	-\$3												
Fishbowl	\$299	\$0	-\$299		\$299				\$299				\$299		
GoDaddy	\$22	\$0	-\$22			\$22				\$22				\$22	
<b><u>Misc</u></b>	<b>\$6,352</b>	<b>\$3,144</b>	<b>-\$3,208</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>	<b>\$1,140</b>
Other vendors	\$2,500	\$644	-\$1,856	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
American Packaging Capital Inc.	\$0	\$1,337	\$1,337												
Travis County Tax Office	\$0	\$0	\$0												
Sales Tax Payments	\$3,852	\$1,162	-\$2,690	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640
<b><u>Critical Vendor Payments</u></b>	<b>\$14,030</b>	<b>\$6,894</b>	<b>-\$7,136</b>	<b>\$5,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>
Independent Contractors	\$4,030	\$1,465	-\$2,565												
Suppliers	\$10,000	\$5,429	-\$4,571	\$5,000											
<b><u>Professional Fees</u></b>	<b>\$1,500</b>	<b>\$0</b>	<b>-\$1,500</b>	<b>\$1,500</b>	<b>\$0</b>	<b>\$1,000</b>	<b>\$0</b>	<b>\$250</b>	<b>\$0</b>	<b>\$1,000</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$76,250</b>
US Trustee Payments	\$0	\$0	\$0					\$250							\$250
sub V Trustee fees	\$1,500	\$0	-\$1,500	\$1,500		\$1,000				\$1,000					\$1,000
Akerman	\$0	\$0	\$0												\$50,000
Harney Partners	\$0	\$0	\$0												\$25,000
<b>TOTAL CASH DISBURSEMENTS</b>	<b>\$100,177</b>	<b>\$55,374</b>	<b>-\$44,803</b>	<b>\$27,425</b>	<b>\$23,628</b>	<b>\$31,226</b>	<b>\$20,485</b>	<b>\$23,605</b>	<b>\$18,628</b>	<b>\$26,226</b>	<b>\$20,485</b>	<b>\$13,355</b>	<b>\$13,628</b>	<b>\$27,661</b>	<b>\$97,200</b>
<b>ENDING CASH BALANCE</b>	<b>-\$2,508</b>	<b>\$43,301</b>		<b>\$32,626</b>	<b>\$25,748</b>	<b>\$11,271</b>	<b>\$27,537</b>	<b>\$20,682</b>	<b>\$38,803</b>	<b>\$29,327</b>	<b>\$45,593</b>	<b>\$48,988</b>	<b>\$72,109</b>	<b>\$61,198</b>	<b>\$748</b>

note: the Forecast for Weeks Ended 6/14/24 disbursements highlighted in Orange are delayed payments and will be pd in later weeks.

EXHIBIT A